

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

RECORDATION NO. 7858-10 FILED 1425

June 25, 1990 JUN 25 1990 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged original copies of a Satisfaction and Discharge dated May 22, 1990 of Equipment Trust Agreement, Series D, dated February 15, 1975, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to an Equipment Trust Agreement, Series D, dated as of February 15, 1975, which was duly filed and recorded under Recordation Number 7858.

The name and address of the party executing the enclosed document is:

Fleet National Bank, Trustee
(Successor Trustee to Citibank, N.A.)
125 Dupont Drive
Providence, Rhode Island 02907

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Countersigned C.T. Kappler

Ms. Noreta R. McGee
June 25, 1990
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A short summary of the enclosed secondary document to appear
in the Commission's Index:

"Full and complete satisfaction and discharge."

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

RECORDATION NO

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INTERSTATE COMMERCE COMMISSION

SATISFACTION AND DISCHARGE
OF
EQUIPMENT TRUST AGREEMENT, SERIES "D"
DATED FEBRUARY 15, 1975
BETWEEN
FLEET NATIONAL BANK
AND
ACF INDUSTRIES, INCORPORATED

WHEREAS, all amounts due under a certain Equipment Trust Agreement, Series "D", dated as of February 15, 1975, as supplemented and amended by certain Supplemental Agreements (the "Agreement"), made by and between FLEET NATIONAL BANK (the "Trustee"), and ACF INDUSTRIES, INCORPORATED (the "Company"), have been duly paid by the Company pursuant to the terms thereof;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission under 49 U.S.C. Section 11303 and assigned Recordation No. 7858; and

WHEREAS, the Company has performed all its other obligations under the Agreement and has accordingly requested the Trustee to execute and deliver this instrument;

NOW THEREFORE, FLEET NATIONAL BANK, as Trustee under the Agreement, does hereby DECLARE AND CERTIFY that the Agreement has been SATISFIED AND DISCHARGED and the Trustee does hereby release and transfer to the Company, its successors and assigns, all its title and property in and to the railroad equipment held by it as Trustee pursuant to the Agreement, free of all liens and encumbrances created or retained thereby.

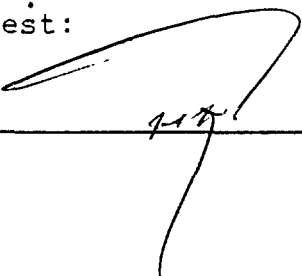
IN WITNESS WHEREOF, FLEET NATIONAL BANK, as Trustee under the Agreement, has caused this instrument to be executed in its name by one of its officers thereunto duly authorized and its corporate seal to be hereunto affixed and attested this 22nd day of **MAY**, 1990.

FLEET NATIONAL BANK
Trustee

By Connie M. Rudnicki
TRUST OFFICER

(Corporate Seal)

Attest:



STATE OF RHODE ISLAND)
COUNTY OF PROVIDENCE)

SS:

On the 22nd day of MAY, 1990, before me personally came CONNIE M. RUDNICKI, to me known, who, being by me duly sworn, did depose and say that (s)he is TRUST OFFICER of FLEET NATIONAL BANK, the corporation described in and which executed the foregoing instrument and knows the seal of said corporation; that the seal on the foregoing instrument is such seal and that it was affixed by order of the Board of Directors of said corporation; and that (s)he signed his or her name thereto by like order.

Ann Cusack
Notary Public

My commission expires:

My Commission Expires June 1991